

1 JOHN WALSHE MURRAY (074823)  
DORIS A. KAELIN (162069)  
2 THOMAS T. HWANG (218678)  
MURRAY & MURRAY  
3 A Professional Corporation  
19400 Stevens Creek Blvd., Suite 200  
4 Cupertino, CA 95014-2548  
Telephone: (650) 852-9000; (408) 907-9200  
5 Facsimile: (650) 852-9244  
Email: jwmurray@murraylaw.com  
6 Email: dkaelin@murraylaw.com  
Email: thwang@murraylaw.com  
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8 Attorneys for Debtor  
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10 **UNITED STATES BANKRUPTCY COURT**  
11 **NORTHERN DISTRICT OF CALIFORNIA**  
12 **OAKLAND DIVISION**

13 In re: )  
14 **ANDRONICO'S MARKETS, INC.,** ) Case No. 11-48963-EDJ-11  
A California Corporation, aka )  
15 Andronico's Community Markets, ) Chapter 11  
16 Debtor. ) *[No Hearing Required]*  
17 1200 Irving Street )  
San Francisco, CA 94122 )  
18 Employer Tax I.D. No.: 94-1307395 )  
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20 **DECLARATION OF DORIS A. KAELIN IN SUPPORT OF EX PARTE MOTION SEEKING**  
21 **EMERGENCY HEARING TO CONSIDER (1) MODIFICATION OF BID PROCEDURES,**  
22 **(2) AMENDMENT OF BID PROCEDURES ORDER, AND**  
**(3) SHORTENING TIME FOR SERVICE OF SALE RELATED PLEADINGS**

23 I, Doris A. Kaelin, declare:

24 1. I am an attorney duly licensed to practice law in the State of California, and I am a  
25 shareholder in the law firm of Murray & Murray, A Professional Corporation, attorneys for  
26 Andronico's Market's Inc., a California corporation, the debtor and debtor in possession herein (the  
27 "Debtor").

28 2. I have personal knowledge of the facts set forth in this Declaration, except as to those

1 matters stated on information and belief, and as to those matters, I believe them to be true.

2 3. This Declaration is filed in support of the Debtor's EX PARTE MOTION SEEKING  
3 EMERGENCY HEARING TO CONSIDER (1) MODIFICATION OF BID PROCEDURES, (2) AMENDMENT OF  
4 BID PROCEDURES ORDER, AND (3) SHORTENING TIME FOR SERVICE OF SALE RELATED PLEADINGS  
5 (the "Ex Parte Motion").

6 4. Since the entry of the Bid Procedures Order<sup>1</sup>, the Debtor and Renwood have  
7 continued to negotiate the terms of the Purchase Agreement which will provide the terms of the Sale.  
8 The parties have now agreed to terms in the Purchase Agreement which, subject to the Court's  
9 approval, require modification of certain provisions of the Bid Procedures and the Bid Procedures  
10 Order.

11 5. I have had several conversations with John D. Fredericks, counsel for the Committee,  
12 regarding the specific relief that will be requested at the Hearing (collectively, the "Modifications")  
13 and the proposed date for the Hearing. Mr. Fredericks indicated that he will endeavor to provide the  
14 Committee's response regarding the Modifications by Noon Monday (September 19, 2011). Mr.  
15 Fredericks has confirmed that he is available for a hearing on Tuesday, September 20, 2011 at 2:00  
16 p.m.

17 6. On September 16, 2011, I communicated by telephone with Lynette C. Kelly,  
18 attorney-advisor for the Office of the United States Trustee, and informed her of the Modifications  
19 that would be requested and that the Hearing would be requested for Tuesday, September 20, 2011.  
20 Ms. Kelly indicated a morning hearing on that day was acceptable. At approximately 4:25 p.m. on  
21 September 16, I sent an email to Ms. Kelly of a new proposed hearing time of 2 p.m. on September  
22 20 and requesting that Ms. Kelly let me know if that time posed an issue for her office. As of the  
23 time of filing this declaration, I have not heard back from Ms. Kelly.

24 7. I have communicated by telephone and email with Jeanette Thomas, counsel for  
25 Renwood regarding the Modifications and the proposed Hearing date. Ms. Thomas has agreed to the  
26 hearing being held on Tuesday afternoon, September 20, 2011 (as opposed to an earlier hearing date  
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28 <sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Ex Parte Motion.

1 as Renwood sought), on the following two conditions: (a) that the Committee provide any  
2 comments to the Modification by Noon on Monday, September 19, 2011; and (b) that the Debtor  
3 have the Sale Motion and Assumption Motion in file-ready form other than any revisions required as  
4 a result of the Hearing. The first condition is addressed at paragraph 5 above and the Debtor will  
5 satisfy the second condition.

6 I declare under penalty of perjury under the laws of the State of California that the foregoing  
7 is true and correct and that this Declaration was executed in Santa Cruz, California on September 18,  
8 2011.

9 /s/ Doris A. Kaelin

10 Doris A. Kaelin  
11 Attorneys for Debtor  
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